

RECORDATION NO.

19027-A  
FILED

NOV 28 '06 -3 35 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

November 28, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Lease and Security Interest, dated as of October 27, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete termination and relates to the Equipment Lease Agreement previously filed with the Commission under Recordation Number 19027.

The name and address of the party to the enclosed document are:

Lessor:	Key Equipment Finance Inc. (successor in interest to Keycorp Leasing Ltd.) 66 South Pearl Street, 8th Floor Albany, NY 12207
[Lessee:	Chicago, Central & Pacific Railroad Company 402 E. 4th Street Waterloo, IA 50704]

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A description of the railroad equipment covered by the enclosed document is:

110 railcars within the series CC 40002 – CC 40216 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Termination of Lease and Security Interest.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

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**TERMINATION OF LEASE AND SECURITY INTEREST****SURFACE TRANSPORTATION BOARD**

**THIS TERMINATION OF LEASE AND SECURITY INTEREST** is made as of October 27, 2006 by **Key Equipment Finance Inc. (successor in interest to KeyCorp Leasing Ltd.)** (the "Lessor").

**WITNESSETH:**

1. Lessor and **Chicago, Central & Pacific Railroad Company** (the "Lessee") entered into an Equipment Lease Agreement dated as of October 1, 1994 (the "Lease") originally covering the one-hundred ten (110) open top hoppers more particularly described in Schedule A hereto (the "Cars");
2. The Lease was filed at the Interstate Commerce Commission (predecessor to the Surface Transportation Board) on October 27, 1994 at 12:00 P.M. with primary recordation number 19027; and
3. Lessee has (i) performed all of its obligations under the Lease and (ii) purchased the Cars from Lessor co-terminous herewith.

**NOW THEREFORE**, for good and valuable consideration, Lessor agrees and acknowledges for the public record that (i) the Lease is hereby terminated (except for such terms thereof which expressly survive termination) and (ii) any security interest in the Cars is hereby released.

**IN WITNESS WHEREOF**, the Lessor has caused this Termination of Lease and Security Interest to be executed as of the date first above written.

**KEY EQUIPMENT FINANCE INC. (successor in interest to KEYCORP LEASING LTD.),**  
Lessor

By: 

Name:

**Stephanie Austin**

Title:

**Client Service Manager**

STATE OF New York, CITY OF Albany, TO WIT:

On this 21 day of November 2006 before me personally appeared, Stephanie Askin, to me personally known, who being by me duly sworn, says that he / she is a Client Service Manager of KeyCorp Leasing Ltd., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

[Notarial Seal]

My commission expires:

**DANA A. BRANDOW**  
Notary Public, State of New York  
No. 4993615  
Qualified in Rensselaer County  
Commission Expires March 23, 2010

## Schedule A to Termination of Lease and Security Interest

### Description of Cars

- 110 Combination rotary and bottom dump three pocket open top hoppers of 100 tons nominal capacity built by Trinity Industries bearing the following marks and numbers:

CC 40002	CC 40059	CC 40109	CC 40166
CC 40004	CC 40060	CC 40110	CC 40168
CC 40010	CC 40062	CC 40111	CC 40169
CC 40011	CC 40064	CC 40113	CC 40170
CC 40016	CC 40067	CC 40114	CC 40176
CC 40017	CC 40068	CC 40115	CC 40178
CC 40018	CC 40069	CC 40118	CC 40181
CC 40019	CC 40070	CC 40119	CC 40182
CC 40021	CC 40071	CC 40120	CC 40184
CC 40022	CC 40076	CC 40122	CC 40185
CC 40023	CC 40078	CC 40125	CC 40187
CC 40024	CC 40081	CC 40126	CC 40189
CC 40029	CC 40082	CC 40127	CC 40194
CC 40030	CC 40085	CC 40131	CC 40195
CC 40031	CC 40088	CC 40135	CC 40197
CC 40033	CC 40089	CC 40136	CC 40198
CC 40034	CC 40091	CC 40138	CC 40201
CC 40036	CC 40093	CC 40141	CC 40202
CC 40038	CC 40094	CC 40142	CC 40203
CC 40046	CC 40097	CC 40148	CC 40205
CC 40047	CC 40098	CC 40152	CC 40207
CC 40048	CC 40099	CC 40154	CC 40208
CC 40051	CC 40101	CC 40155	CC 40209
CC 40053	CC 40102	CC 40157	CC 40211
CC 40054	CC 40103	CC 40158	CC 40212
CC 40056	CC 40104	CC 40162	CC 40216
CC 40057	CC 40105	CC 40163	
CC 40058	CC 40107	CC 40164	